

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
Debtors.	: (Jointly Administered)
-----X	

NOTICE OF DEBTORS' 154TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

PLEASE TAKE NOTICE that on January 25, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 154th omnibus objection to disallow certain claims¹ (the “**154th Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the 154th

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 154th Omnibus Objection to Claims.

Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 154TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT “A” ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 154th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 154th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 154th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

DEBTORS' 154TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

**THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and
its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully
represent:

Relief Requested

1. Prior to commencing these chapter 11 cases, the Debtors had issued hundreds of millions of shares of common equity that were held by a wide range of investors. In these chapter 11 cases, approximately 1,000 proofs of claim were filed against the Debtors that assert nothing more than the mere ownership of equity interests in the Debtors (the “**Claims for Equity Interests**”). The vast majority of the Claims for Equity Interests apparently were filed by holders of equity interests who erroneously believed that filing a proof of claim was necessary to preserve an entitlement to a potential distribution on account of their equity interests or erroneously believed that they could assert a claim for the purchase price of their equity interests. The Claims for Equity Interests are, however, objectionable because only a creditor may file a proof of claim, and an equity interest holder is not a creditor. Accordingly, the Claims for Equity Interests should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests.

2. The Debtors file this 154th omnibus objection (the “**154th Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests listed on **Exhibit “A”** annexed hereto, under the heading “*Claims to be Disallowed,*”¹ and reclassifying those Claims for Equity Interests as equity interests.

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

5. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

6. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See*

² The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

In re Oneida Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc'ns Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

7. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16). Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Equity Interests assert only equity interests. As such, the Claims for Equity Interests should be disallowed and reclassified as equity interests. The reclassification of the Claims for Equity Interests to equity interests will preserve any entitlement the holders of Claims for Equity Interests have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

8. The Debtors reserve the right to object to any of the Claims for Equity Interests that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Equity Interests that are reclassified as equity interests.

Notice

9. Notice of this 154th Omnibus Objection to Claims has been provided in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011 (ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

10. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
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Attorneys for Debtors
and Debtors in Possession

CLAIMS TO BE DISALLOWED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
SEBASTIAN BARTH HIMMERNSTR 30A 78343 GAIENHOFEN GERMANY GERMANY	68645	Motors Liquidation Company	\$192.53	Equity Interest Claim	Pgs. 1-5
SECEN DONALD 49517 KEYCOVE ST CHESTERFIELD, MI 48047	31422	Motors Liquidation Company	\$394,839.41	Equity Interest Claim	Pgs. 1-5
SELLERS, KENNETH F 29202 GRIX RD NEW BOSTON, MI 48164	11692	Motors Liquidation Company	\$1,843.67	Equity Interest Claim	Pgs. 1-5
SHAREN ROESER 469 FRANCONIAN DR E FRANKENMUTH, MI 48734	8082	Motors Liquidation Company	\$1,794.00	Equity Interest Claim	Pgs. 1-5
SHARI KENDRICK 553 PHANTOM RIDER TRAIL SPRING BRANCH, TX 78070 UNITED STATES OF AMERICA	68523	Motors Liquidation Company	\$9,863.13	Equity Interest Claim	Pgs. 1-5
SHARON FREY 18536 ROSELAND BLVD LATHRUP VILLAGE, MI 48076	18254	Motors Liquidation Company	\$175,353.92	Equity Interest Claim	Pgs. 1-5
SHEILA BELL, TRUST 1001 CITY AVE EE 920 WYNNEWOOD, PA 19096 UNITED STATES OF AMERICA	20150	Motors Liquidation Company	\$9,366.13	Equity Interest Claim	Pgs. 1-5
SHEILA CHUSTEK AND MELANIE CHUSTEK AND DAVID CHUSTEK AND MICHAEL CHUSTEK JTWROS 75-07 182ND ST FLUSHING, NY 11366	7323	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

154th Omnibus Objection

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Exhibit AMotors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED					
SHELVEY, THOMAS E 2180 HICKORY LEAF DR ROCHESTER HLS, MI 48309	4178	Motors Liquidation Company	\$116,751.22	Equity Interest Claim	Pgs. 1-5
SHEU, JIN-LONG 10F 52 SECTION 5 CHENG KUNG RD NEI HU DISTRICT TAIPEI TAIWAN , TAIWAN	64943	Motors Liquidation Company	\$315,081.69	Equity Interest Claim	Pgs. 1-5
SHIRLEY DOST 4555 POND RUN CANTON, MI 48188	19487	Motors Liquidation Company	\$13,764.35	Equity Interest Claim	Pgs. 1-5
SHIRLEY H KEATING 2251 S FORT APACHE APT 2126 LAS VEGAS, NV 89117 UNITED STATES OF AMERICA	43412	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SHIRLEY KRAUSE 6464 BYRON HOLLEY RD BYRON, NY 14422	6631	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SHUN-PING CHEN AUF DER OHE 15 BARMSTEDT GERMANY D-25355 , GERMANY	27148	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
SHUTTER, RODGER W 131 OAK MARR DR HOUGHTON LAKE, MI 48629	2060	Motors Liquidation Company	\$241,732.72	Equity Interest Claim	Pgs. 1-5
SIEW NONG LIM 7267 CANTON STREET RD BALDWINVILLE, NY 13027	13325	Motors Liquidation Company	\$80.75	Equity Interest Claim	Pgs. 1-5
SILAS OWSLEY JR 90 STATE ST SPRINGBORO, OH 45066	1781	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SILVESTRI, LEO 16723 FIELDSTONE RDG MACOMB, MI 48042	61708	Motors Liquidation Company	\$1,715.00	Equity Interest Claim	Pgs. 1-5

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154th Omnibus Objection

Pg 13 of 23
Exhibit AMotors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED					
SKRIDULIS, JOHN C 1370 LARKMOOR BLVD BERKLEY, MI 48072	65517	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SMART, MOLLY A 215 CLARITY CT GREER, SC 29650	64247	Motors Liquidation Company	\$4,448.84	Equity Interest Claim	Pgs. 1-5
SMITH, HAROLD WALTER 206 E NORTH ST SAINT CHARLES, MI 48655	61449	Motors Liquidation Company	\$15,000.00	Equity Interest Claim	Pgs. 1-5
SMITH, MARCELLA M 6307 OUTLOOK DR MISSION, KS 66202	20778	Motors Liquidation Company	\$1,029.00	Equity Interest Claim	Pgs. 1-5
SMOTHERMAN, ROY L 2150 SEYMOUR LAKE RD ORTONVILLE, MI 48462	4516	Motors Liquidation Company	\$59,732.05	Equity Interest Claim	Pgs. 1-5
SOCIETE EUROPEENNE DE BANQUE SA 19/21 BOULEVARD DU PRINCE HENRI L-1724 LUXEMBOURG , LUXEMBOURG	60741	Motors Liquidation Company	\$11,745.00	Equity Interest Claim	Pgs. 1-5
SOENNICHSEN CHRISTIAN KANTSTRASSE 62 D 14612 FALKENSEE GERMANY , GERMANY	44371	Motors Liquidation Company	\$380.00	Equity Interest Claim	Pgs. 1-5
SOLANDINE, DIXIE H 1845 BARTH AVE INDIANAPOLIS, IN 46203	64023	Motors Liquidation Company	\$7,500.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SOLLY, GILBERT J 12877 ALLEGHANY RD IRVING, NY 14081	2012	Motors Liquidation Company	\$10,000.00	Equity Interest Claim	Pgs. 1-5
SOPHIA SEYKA 3433 COOLEY DR LANSING, MI 48911	14826	Motors Liquidation Company	\$825.00	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
SOPHIE QUINN CUSTODIAN MIMI QUINN UTMA/IL 221 DODGE DEKALB, IL 60115	29568	Motors Liquidation Company	\$85.00	Equity Interest Claim	Pgs. 1-5
SPINA, IGNASIO P 59 ADAMS ST EDISON, NJ 08820	21059	Motors Liquidation Company	\$175,000.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STAATS, BERTHA 1919 BEACON ST WASHINGTON COURT HOUSE, OH 43160	14696	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STAELGRAEVE, GEORGE A 108 HOUGHTON VIEW DR PRUDENVILLE, MI 48651	68522	Motors Liquidation Company	\$5,502.55	Equity Interest Claim	Pgs. 1-5
STALL, PAUL E 436 SPRINGSIDE DR DAYTON, OH 45440	18446	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STANLEY MOZDZEN PO BOX 1162 INTERLACHEN, FL 32148	9257	Motors Liquidation Company	\$5,695.00	Equity Interest Claim	Pgs. 1-5
STELLA, EMILLE 8889 SE 132ND LOOP SUMMERFIELD, FL 34491	4551	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STEPHEN E SCHEELE 9013 INDIANAPOLIS BLVD HIGHLAND, IN 46322	70105	Motors Liquidation Company	\$500.00	Equity Interest Claim	Pgs. 1-5
STEPHEN R STEINFELDT 17515 MAGNOLIA BLVD ENCINO, CA 91316	69749	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STEVEN E PHILLIPS IRA DCG & T TTEE 3141 PHILLIPS ROAD MARATHON, NY 13803	22500	Motors Liquidation Company	\$469.65	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
STEVEN J SIAR 207 S MORGAN AVE WHEATON, IL 60187	68271	Motors Liquidation Company	\$1,488.00	Equity Interest Claim	Pgs. 1-5
STOLPIN, ROGER M 3136 QUICK RD HOLLY, MI 48442	61371	Motors Liquidation Company	\$1,080.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STONE, BRENT M 2154 HAINES RD LAPEER, MI 48446	5064	Motors Liquidation Company	\$30,000.00	Equity Interest Claim	Pgs. 1-5
STRUL USER AND MANUELA USER JT TEN 5452 CLAIRDIGE LANE W BLOOMFIELD, MI 48322	65410	Motors Liquidation Company	\$9,500.00	Equity Interest Claim	Pgs. 1-5
SUHY, JUDITH L 2353 HAYSON AVE PITTSBURGH, PA 15220	1946	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SULHDOST LISA OTTO-BRAUNSTR 19 40595 DUSSELDORF GERMANY , GERMANY	61220	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
SULLIVAN, VICTOR J 10757 N COUNTY ROAD 400 E PITTSBORO, IN 46167	1889	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SUMMERHILL, ELIZABETH F 675 CLUBLAND CIR SE CONYERS, GA 30094	32802	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SUPPER, REINHARD AM HORSTENSTEIN 24B 12277 BERLIN GERMANY , GERMANY	26742	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
SUSAN G. JOSEPH, PHD 2499 PEACHTREE ROAD APT. 701 ATLANTA, GA 30305	23463	Motors Liquidation Company	\$7,476.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
SUSAN KAYE BULAR C/O SUSAN BULAR 2288 MATTIE LU DRIVE AUBURN HILLS, MI 48326	436	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
TAIFOOK SECURITIES COMPANY LTD A/C CLIENTS NEW WORLD TOWER I 25TH FLOOR 16-18 QUEEN'S ROAD CENTRAL HONG KONG, HONG KONG , HONG KONG, CHINA	22206	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
TANN MEKSAVANH 2310 MAGNOLIA WAY NATIONAL CITY, CA 91950	1117	Motors Liquidation Company	\$2,701.95	Equity Interest Claim	Pgs. 1-5
TECKLA F MACKAUER 215 SUNSET LANE HOWELL, NJ 07731	2543	Motors Liquidation Company	\$209.26	Equity Interest Claim	Pgs. 1-5
TEMAYA THOMPkins 300 BONNIE LN FAYETTEVILLE, GA 30215	32912	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
TERI L POKUSA 3819 SCHOOLWAY AVE NEW SMYRNA, FL 32169	2550	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THAD BRISBOY 6448 S SHERMAN RD BLANCHARD, MI 49310	17118	Motors Liquidation Company	\$9,168.54	Equity Interest Claim	Pgs. 1-5
THAMARUKUDY YOYAKEY 6526 CANMOOR DR TROY, MI 48098	44362	Motors Liquidation Company	\$32,871.85	Equity Interest Claim	Pgs. 1-5
THE ESTATE OF ANNE B TRAIN CAROLYN TRAIN EXECUTOR FOR THE ESTATE OF ANNE TRAIN 2460 HARRINGTON DRIVE DECATUR, GA 30033	19867	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

THE HUTTEN LIV TRUST UAD 11/15/93 DONALD W HUTTEN & CONSTANCE J HUTTEN TTEES 11031 WELLSLEY CT SAINT LOUIS, MO 63146	28066	Motors Liquidation Company	\$5,000.00	Equity Interest Claim	Pgs. 1-5
THEOR POSPIECH 4944 BOXWOOD CIR BOYTON BEACH, FL 33436	70050	Motors Liquidation Company	\$25,000.00	Equity Interest Claim	Pgs. 1-5
THERESA O NELSON 104-2 STRAWBERRY LANE DOTHAN, AL 36305	68936	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THIEM, GERTRUDE E 2973 CLAYBURN RD SAGINAW, MI 48603	17516	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THOMAS D JOHNSON 37 CREEKRIDGE RD GREENVILLE, SC 29607	1259	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THOMAS H SCHOLTEN 2072 MARQUESAS AVE TEGA CAY, SC 29708	30920	Motors Liquidation Company	\$1,487.00	Equity Interest Claim	Pgs. 1-5
THOMAS J CALLARD 12427 CENTER RD FENTON, MI 48430	4876	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THOMAS NORDHUES PUETRICHSTRASSE 12 D-82131 GAUTING GERMANY , GERMANY	30263	Motors Liquidation Company	\$10,000.00	Equity Interest Claim	Pgs. 1-5
THOMAS PUETZ GELLEPER STR 4 40668 MEERBUSCH GERMANY , GERMANY	64046	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
THOMAS SHELVEY 2180 HICKORY LEAF DR ROCHESTER HLS, MI 48309	4594	Motors Liquidation Company	\$116,751.22	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
THOMPkins, TEMAYA M 300 BONNIE LN FAYETTEVILLE, GA 30215	32911	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THORMEYER, GISELA 4323 MOFFETT RD PORT CHARLOTTE, FL 33948	15054	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
THORSTEN JUNG SEESTRASSE 4 56459 POTTUM GERMANY , GERMANY	46611	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
TOLBERT, MARSHALL 16752 FIELDSTONE RDG MACOMB, MI 48042	30235	Motors Liquidation Company	\$38,871.14	Equity Interest Claim	Pgs. 1-5
TORSTEN SPINNLER/BRITTA SPINNLER ASTHEIMER STR 12 65468 TREBUR GERMANY , GERMANY	28021	Motors Liquidation Company	\$24,157.00	Equity Interest Claim	Pgs. 1-5
TUNDO, GIUSEPPE R 13246 YVONNE DR WARREN, MI 48088	68910	Motors Liquidation Company	\$29,891.00	Equity Interest Claim	Pgs. 1-5
ULRICH ROEDER THURNEYSSSENSTR 24 80687 MUNICH GERMANY , GERMANY	28484	Motors Liquidation Company	\$4,736.74	Equity Interest Claim	Pgs. 1-5
ULRIKE IMHOF CARL - BARTHEL - WEG 4 60598 FRANKFURT GERMANY , GERMANY	60698	Motors Liquidation Company	\$1,500.00	Equity Interest Claim	Pgs. 1-5
UTE FAULSTICH AM BENTENSKAMP 38 44143 DORTMUND GERMANY , GERMANY	64798	Motors Liquidation Company	\$497.37	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
VAHE BABAYANS 4615 WILLENS AVE WOODLAND HILLS, CA 91364 UNITED STATES OF AMERICA	1199	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
VAHE BABAYANS 4615 WILLENS AVE WOODLAND HILLS, CA 91364	14728	Motors Liquidation Company	\$11,687.00	Equity Interest Claim	Pgs. 1-5
VAN DER REYDEN, JOHN C 6G VICTORIA PARK SCOTLAND UNITED KINGDOM KA72TR , GREAT BRITAIN	63589	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
VAN N MCWHIRTER JR DONNA J MCWHIRTER 10523 PENFIELD AVE CHATSWORTH, CA 91311	22273	Motors Liquidation Company	\$10,000.00	Equity Interest Claim	Pgs. 1-5
VANDERBUR, DALE 19 NORTHWAY CT ANDERSON, IN 46011	64098	Motors Liquidation Company	\$13,511.29	Equity Interest Claim	Pgs. 1-5
VARIOUS MENZEL 5125 PALM SPRINGS BLVD #12105 TAMPA, FL 33647 UNITED STATES OF AMERICA	18062	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
VERMA, MONICA H 7083 DAVENTRY WOODS DR WEST BLOOMFIELD, MI 48322	6045	Motors Liquidation Company	\$403,098.00	Equity Interest Claim	Pgs. 1-5
VICTORIA M JOHNSON 21071 FLAMING ARROW TRL CROSBY, TX 77532	9770	Motors Liquidation Company	\$5,680.00	Equity Interest Claim	Pgs. 1-5
VINCENT PAUL BAIL 825 PANI STREET ALAMEDA, CA 94501	59300	Motors Liquidation Company	\$82,827.35	Equity Interest Claim	Pgs. 1-5
VINETA D BOMIS 980 COATBRIDGE ST LAS VEGAS, NV 89145 UNITED STATES OF AMERICA	13920	Motors Liquidation Company	\$5,000.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
VIRA DOWNS LOT 645 2100 KINGS HIGHWAY PUNTA GORDA, FL 33980	64911	Motors Liquidation Company	\$56.25	Equity Interest Claim	Pgs. 1-5
VITO BORGIA TRUST FRANCINE BILLECI ALONGI TTEE 14859 TIMBERWOOD WASHINGTON TWP, MI 48094	65138	Motors Liquidation Company	\$76,518.75	Equity Interest Claim	Pgs. 1-5
VLOSICH, JOHN W 1876 MEADOWLARK LN NILES, OH 44446	10450	Motors Liquidation Company	\$74,861.40	Equity Interest Claim	Pgs. 1-5
WALICZEK, MADELINE M 8930 BARBERRY LN HICKORY HILLS, IL 60457	68073	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
WALKER, KENNETH W 144 GROVE ST LEXINGTON, MA 02420	61117	Motors Liquidation Company	\$276.08	Equity Interest Claim	Pgs. 1-5
WALLACE, BRENDA A 5454 FINANCIAL PLZ APT 17A SHREVEPORT, LA 71129	12318	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
WALLY SKORA 15505 HORTON RD KENOSHA, WI 53142	1221	Motors Liquidation Company	\$1,949.10	Equity Interest Claim	Pgs. 1-5
WALTER H HENSON & GEORGENA R HENSON JTWROS 1115 LYNNWOOD DRIVE JACKSON, MS 39206	63664	Motors Liquidation Company	\$4,004.00	Equity Interest Claim	Pgs. 1-5
WALTER HANS KONRADSHOEHE 2 WUPPERTAL GERMANY 42289 , GERMANY	27081	Motors Liquidation Company	\$29,444.03	Equity Interest Claim	Pgs. 1-5
WARD GLASSER 4785 MACKINAW RD SAGINAW, MI 48603	61994	Motors Liquidation Company	\$5,366.01	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

WARNER, THOMAS FRANCIS 460 FLAT ROCK RD WOODBURN, KY 42170	21934	Motors Liquidation Company	\$101,254.07	Equity Interest Claim	Pgs. 1-5
WARREN KENDRICK 553 PHANTOM RIDER TRAIL SPRING BRANCH, TX 78070 UNITED STATES OF AMERICA	68524	Motors Liquidation Company	\$15,963.23	Equity Interest Claim	Pgs. 1-5
WARREN, STEVEN C 923 S LASSETTER CIR VILLA RICA, GA 30180	46232	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
WATERS, CARROL R 6082 TRINETTE AVE GARDEN GROVE, CA 92845	33413	Motors Liquidation Company	\$198,422.88	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

ORDER GRANTING DEBTORS' 154TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

Upon the 154th omnibus objection, dated January 25, 2011 (the “**154th Omnibus Objection to Claims**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests,¹ and reclassifying those Claims for Equity Interests as equity interests, all as more fully described in the 154th Omnibus Objection to Claims; and due and proper notice of the 154th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 154th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 154th Omnibus Objection to Claims.

154th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 154th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 154th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Equity Interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge